

Exhibit A  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov/>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov/>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Bruce Zagaris Berliner, Corcoran & Rowe LLP 1101 17th Street, NW, Suite 1100 Washington DC 20036 USA		2. Registration No. 5299
3. Name of foreign principal Invest Barbados	4. Principal address of foreign principal P.O. Box 1009 Bridgetown, St. Michael Barbados 11142	

5. Indicate whether your foreign principal is one of the following:

- ☒ Foreign government
- ☐ Foreign political party
- ☐ Foreign or domestic organization: If either, check one of the following:
- |                                      |   |
|--------------------------------------|---|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee              |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group        |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other (specify): _____ |
- ☐ Individual-State nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant  
Invest Barbados is an agency of the Barbados government.
- b) Name and title of official with whom registrant deals  
Wayne H. Kirton FCCA, C.E.O.

7. If the foreign principal is a foreign political party, state:

- a) Principal address
- b) Name and title of official with whom registrant deals
- c) Principal aim

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal.

Invest Barbados attracts and sustains international investment in Barbados.

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☒ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

The Barbados Government has created Invest Barbados to assist the country to become more responsive in the international business environment.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Date of Exhibit A  
February 27, 2009

Name and Title  
Bruce Zagaris, Esq.

Signature

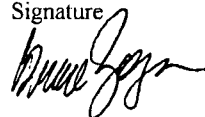


Exhibit B  
To Registration Statement  
Pursuant to the Foreign Agents Registration Act of 1938, as amended

**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

**Privacy Act Statement.** The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov/>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov/>.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant  
Bruce Zagaris  
Berliner, Corcoran & Rowe LLP  
1101 17th Street, NW, Suite 1100 Washington DC 20036 USA

2. Registration No.  
52999

3. Name of Foreign Principal  
Invest Barbados

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

I will advise and represent Invest Barbados with respect to proposed anti-tax haven legislation in the United States.

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8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Preparation of memorandum regarding proposed anti-tax haven legislation in the United States, and answering related questions.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The work centers around communications regarding the Stop Tax Haven Abuse Act. It involves occasional communication with members of the executive and legislative branches of government.

Date of Exhibit B	Name and Title	Signature
February 27, 2009	Bruce Zagaris, Esq.	

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

## BERLINER, CORCORAN &amp; ROWE, L.L.P.

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LAURA LOPEZ  
JASON A. MCCLURG

January 21, 2009

By EmailWayne H. Kirton F.C.C.A.  
Chief Executive Officer  
Invest Barbados  
P. O. Box 1009  
Bridgetown, St. Michael  
BARBADOS, BB11142Professional Services Agreement

Dear Wayne:

Greetings. The purpose of this retainer letter is to propose and describe the terms of our legal representation for your government.

1. Description of Services. We will advise and represent Invest Barbados with respect to proposed anti-tax haven legislation in the United States. In particular at your request, our services will include:

- a. revising and finalizing a brief from the Barbados government with respect to the proposed legislation;
- b. identifying the Committees of Congress and the tax media to which the brief should be sent and their principles;
- c. identifying possible third parties who might be willing to write articles or lobby with respect to the above-mentioned proposed legislation; and
- d. identify business and other associations who might oppose the proposed legislation

We will cooperate with any Barbados government agencies and/or other persons you so designate.

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In the event you want us to do additional work on this matter, we would be pleased to assist you.

2. Professional Fees. The undersigned will primarily work on this matter. Where possible and appropriate, we will delegate parts of the work to more junior attorneys in our firm, who have lower billing rates.

Our fees for these professional services will be charged as follows: Fees of \$390.00 on an hourly basis for all professional services rendered by the undersigned, who is the partner supervising the matter; and normal hourly rates for other members of the firm. The rate is a significant discount because of the prior relationship between our firm and your government. The hourly rates for other members of the firm vary from \$260.00 for associates to \$490.00 for partners. We have estimated the above-mentioned work will cost \$13,650.00

3. Reimbursable Expenses. Reimbursement will be required for our out-of-pocket expenses incurred in connection with our services, including the expense of any long distance telephone calls, filing fees, fees for certificates and apostilles, special postage, photocopies, computer research, transportation, transcripts or other expenses incurred on your behalf, and the sending and receiving of facsimiles.

4. Registration with the U.S. Department of Justice. One requirement will be to register with the Foreign Agents Registration Act. There is an initial fee of \$ 305.00 and a semi-annual fee of \$ 305.00 for serving as an agent of a foreign principal.

5. Initial Retainer. The firm normally requires an advance of the initial estimated fees. Based on the amount of anticipated work, we request an initial retainer of \$5,000.00 for this matter. In the event you want to pay future fees and/or costs by wire transfer, our account is with Bank of America, Washington, D.C. [REDACTED] For international wire transfers, the SWIFT code is [REDACTED].

We will bill both time and expenses against the retainer, and when it is fully used we will bill and expect payment in accordance with the terms stated in the preceding paragraph. We will deposit the retainer in our operating account and will not hold it in a separate account. If, at the conclusion of our representation, there are funds remaining in the retainer, we will refund that balance along with a bill reflecting the final services rendered and disbursements posted and charged. Once the initial advance is exhausted, we may require an additional advance as a condition of continuing our representation.

6. Monthly Statements. All fees for professional services and reimbursable expense will be billed monthly and are payable upon receipt of the statement.

7. Managing Attorney. The undersigned attorney shall be the managing attorney responsible for supervising the professional services to be rendered.

If the foregoing meets with your approval, please sign this Agreement and return it to me

**BERLINER, CORCORAN & ROWE**

as soon as possible for my execution. If you have any questions concerning this matter, please contact me.

Sincerely,

BERLINER, CORCORAN & ROWE LLP

By: 

Bruce Zagaris

AGREED AND ACCEPTED:

INVEST BARBADOS

By: 

Wayne H. Kirton

Date: 23/ January 2009

b/bds/stoptaxhavenabuseact/BZInvestBarbados